

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

Hooters of America, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 25-80078 (SWE)

(Jointly Administered)

**ORDER (I) AUTHORIZING REJECTION OF CERTAIN
NONRESIDENTIAL REAL PROPERTY LEASES (II) ABANDONING
CERTAIN PERSONAL PROPERTY, AND (III) GRANTING RELATED RELIEF**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number are: Hooters of America, LLC (5288); Owl Holdings, LLC (3103); Hawk Parent, LLC (2323); HOA Holdings, LLC (1180); Night Owl, LLC (4511); Owl Wings, LLC (4583); Owl Restaurant Holdings, LLC (7751); HOA Restaurant Group, LLC (7654); Derby Wings Holdings, LLC (8081); Derby Wings, LLC (6578); HOA Gift Cards, LLC (3684); Elf Owl Investments, LLC (3342); TW Lonestar Wings, LLC (3465); Alamo Wings, LLC (3702); HOA Holdco, LLC (8828); HOA Systems, LLC (2439); HOA Funding, LLC (4390); HOA Restaurant Holder, LLC (3883); HOOTS Restaurant Holder, LLC (5840); HOA IP GP, LLC (9555); HOOTS Franchising, LLC (8375); HOA Franchising, LLC (4451); HOA Maryland Restaurant Holder, LLC (1608); HOA Kansas Restaurant Holder, LLC (9045); TW Restaurant Holder, LLC (6927); DW Restaurant Holder, LLC (8261); HI Limited Partnership (2355); HOA Towson, LLC (1942); HOA Waldorf, LLC (5425); HOA Laurel, LLC (5010). The Debtors' service address is 1815 The Exchange SE, Atlanta, GA 30339.

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (a) authorizing the rejection of the Leases set forth on Exhibit 1 hereto, (b) authorizing the abandonment of any *de minimis* equipment, furniture, and other personal property at the premises of the Leases, (c) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Leases set forth on Exhibit 1 hereto are rejected effective as of the Petition

Date.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

3. The Debtors are authorized, after consultation with the Ad Hoc Group of Noteholders and the DIP Lender, to abandon personal property of their bankruptcy estates, if any, that may be located at the Closed Locations and if so determined, all such property shall be deemed abandoned, effective as of the Petition Date. The applicable counterparty to each Lease may effectuate its rights and remedies with respect to such property. The automatic stay, to the extent applicable, is modified to allow for such utilization or disposition.

4. Claims arising out of the rejection of the Leases, if any, must be filed on or before the later of (a) the deadline for filing proofs of claim established in these Chapter 11 Cases, and (b) thirty (30) days after the date of entry of this order.

5. Approval of this Order will not prevent the Debtors from seeking to assume or reject an executory contract and/or unexpired lease by separate motion or pursuant to a chapter 11 plan.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. All rights and defenses of the Debtors are preserved, including all rights and defenses of the Debtors with respect to a claim for damages arising as a result of a Lease rejection, including any right to assert an offset, recoupment, counterclaim, or deduction. In addition, nothing in this Order or the Motion shall limit the Debtors' ability to subsequently assert that any Lease is terminated and is no longer an unexpired lease, respectively.

8. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any

claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, except as expressly approved herein; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

9. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

11. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

13. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

End of Order # #

Order submitted by:

/s/ Holland N. O'Neil

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Proposed Counsel for the Debtors and Debtors in Possession

EXHIBIT 1

Rejected Leases

Store	Address	City	State	Zip	Tenant/Debtor	Landlord	Landlord Contact Info
Independence	19850 E. Valley View Parkway	Independence	MO	64055	HOA Restaurant Holder, LLC	40 Highway Restaurant Investors, LLC	Sandy Fisher / Stephen Ehrhart 14372 Equestrian Way Wellington, FL 33414
Jacksonville NC	463 Western Blvd.	Jacksonville	NC	28546	HOA Restaurant Holder, LLC	463 Western Blvd., LLC	David Morris 2235 Gateway Access Point, Ste. 201 Raleigh, NC, 27607
Harborplace II	301 Light Street Suite 1445	Baltimore	MD	21202	HOA Maryland Restaurant Holder, LLC	Aac Hp Realty, LLC	Stephanie Mineo 150 E. 58th Street New York, NY, 10155
Orange Park	1740 Wells Road	Orange Park	FL	32073	HOA Restaurant Holder, LLC	Arbii, LLC	Dari Gale 1207 SW 52nd Terrace Cape Coral, FL, 33914
Oklahoma City (Penn Ave)	13320 N. Pennsylvania Ave.	Oklahoma City	OK	73120	HOA Restaurant Holder, LLC	Aristotle Investments, Inc.	Effie Tauber c/o Kaufman, Rossin and Co. Att: S. Demar, 3310 Mary Street, Suite 501 Miami, FL, 33133
Greenville NC	316 SW Greenville Blvd.	Greenville	NC	27834	HOA Restaurant Holder, LLC	Bl Hooter's Greenville, LLC	Bernard Leviton 1839 North Lincoln Avenue Chicago, IL, 60614

Store	Address	City	State	Zip	Tenant/Debtor	Landlord	Landlord Contact Info
McDonough	1858 Jonesboro Road	McDonough	GA	30153	HOA Restaurant Holder, LLC	Dale L. Tabata Trust and Jerry And Christina Tabata Trust Et Al	Net Leased Management 10951 Sorrento Valley Rd, Ste. 2A San Diego, CA, 92121
Baytown	4710 I-10 East	Baytown	TX	77521	TW Restaurant Holder, LLC	Davis Bros., L.L.C.	Lance Davis One Houston Center, 1221 McKinney Street, #3100 Houston, TX, 77010
Lubbock	4950 South Loop 289	Lubbock	TX	79414	TW Restaurant Holder, LLC	Fslro 4950 South Loop Lubbock, LP, C/O Lincoln Property Company	Patricia Sullivan 2000 McKinney Ave, Suite 1000 Dallas, TX, 75201
Madison Yards	935 Memorial Drive, Suite 310	Atlanta	GA	30316	Hoots Restaurant Holder, LLC	Fuqua Bcdc Madison Yards Project Owner, LLC	Leilani Jones Fifteen Piedmont Center, 3575 Piedmont Road NE, Suite 800 Atlanta, GA, 30305
Houston Memorial	2200 S Hwy 6.	Houston	TX	77077	TW Restaurant Holder, LLC	Houser Holdings, LLC	Teresa Thurman 2764 N. Green Valley Pkwy # 802 Henderson, NV, 89014
Brunswick	10355 Canal Crossing	Brunswick	GA	31525	HOA Restaurant Holder, LLC	Kjd Hoot, LLC	John Gorman 412 SE 18th St. Fort Lauderdale, FL, 33316
Beaumont	850 Interstate 10	Beaumont	TX	77707	TW Restaurant Holder, LLC	Mansoor Virani	Mansoor Virani 98 Zenith Lane Sugarland, TX, 77478

Store	Address	City	State	Zip	Tenant/Debtor	Landlord	Landlord Contact Info
San Angelo, TX	4384 Sherwood Way	San Angelo	TX	76901	TW Restaurant Holder, LLC	Mgbl Properties LLC	3058 Wentworth Way Tarpon Springs FL, 34688
Huntsville	4729 University Drive NW	Huntsville	AL	35816	HOA Restaurant Holder, LLC	Millennium Properties, LLC	Susan Farbenbloom 20929 Ventura Blvd, Suite 47-350 Woodland Hills, CA, 91364
Bryan	960 N. Earl Rudder Freeway	Bryan	TX	77802	TW Restaurant Holder, LLC	Mzl Properties, LLC	Zita Liebermensch 5918 Overlake Avenue San Diego, CA, 92120
Springfield, IL	3241 Horizon Drive	Springfield	IL	62703	HOA Restaurant Holder, LLC	Nadg Nnn Htrs (IL) LP	D. Rampy 3131 McKinney Avenue, Suite L-10 Dallas, TX, 75204
Clarksville	941 Lewis & Clark Pkwy	Clarksville	IN	47130	DW Restaurant Holder, LLC	Nadg Nnn Htrs (IN) LP	Drew Ireland 3131 McKinney Avenue, Suite 3131 Dallas, TX, 75204
Waco	3921 S. Jack Kultgen Expwy	Waco	TX	76711	TW Restaurant Holder, LLC	Ndf LLC	Peter Cho 2799 E Tropicana Ave, Suite H Las Vegas, NV, 89121
Riverwalk	849. E. Commerce Street, #105	San Antonio	TX	78205	TW Restaurant Holder, LLC	New Rivercenter Mall II, LP	Anna Rios 849 E. Commerce St #895 San Antonio, TX, 78205
Riverwalk - Storage	849. E. Commerce Street, #105	San Antonio	TX	78205	TW Restaurant Holder, LLC	New Rivercenter Mall II, LP	Anna Rios 849 E. Commerce St #895 San Antonio, TX, 78205

Store	Address	City	State	Zip	Tenant/Debtor	Landlord	Landlord Contact Info
Florissant	2765 N. Highway 67	Florissant	MO	63033	HOA Restaurant Holder, LLC	Norle Investments, Inc. And 4262 West 38th Street, LLC	Kim Rexroat 238 S. Meridian Street, Suite 501 Indianapolis, IN, 46225
Memphis (Winchester Rd)	7535 Winchester Road	Memphis	TN	38125	DW Restaurant Holder, LLC	Pacheco Pass Properties, L.P.	Todd Mathis 3275 Lakeshore Drive Washoe Valley, NV, 89704
Richmond KY	241 Eastern Bypass	Richmond	KY	40475	DW Restaurant Holder, LLC	Plus Four Degrees Investment, LLC	Mose Levi 2525 Embassy Drive Cooper City, FL, 33026
Wichita Falls	3701 Call Field Road	Wichita Falls	TX	76308	TW Restaurant Holder, LLC	Rkl 3701 Little Owl, LLC	Ron Lee Little 3007 Virginia Street Santa Monica, CA, 90404
Homewood	1278 Oak Grove Road	Birmingham	AL	35209	HOA Restaurant Holder, LLC	Saki 5 Montgomery Properties, LLC	Nathan Chow 2700 S. Las Vegas Blvd, Suite 1811 Las Vegas, NV, 89109
Macon	112 Riverside Parkway	Macon	GA	31210	HOA Restaurant Holder, LLC	Selby Family Trust	Michael Selby, Trustee P.O. Box 14539 Bradenton, FL, 34280
Castleton	6426 E 82nd Street	Indianapolis	IN	46250	DW Restaurant Holder, LLC	Sunbeam Development Corporation	Chad Lindley 9200 East 116th Street Fishers, IN, 46037
Galveston	6028 Heards Lane	Galveston	TX	77551	TW Restaurant Holder, LLC	Talley Culebra 2017, LLC	Diana Batres 993 IH 10 W #102 San Antonio, TX, 78230

Store	Address	City	State	Zip	Tenant/Debtor	Landlord	Landlord Contact Info
Fort Worth Downtown	150 Throckmorton St., Ste. 132	Fort Worth	TX	76102	TW Restaurant Holder, LLC	Throckmorton Fw 2, LLC	Campbell Henry 2001 Bryan Street, Suite 1550 Dallas, TX, 75201
Columbia East	7711 Two Notch Road	Columbia	SC	29223	HOA Restaurant Holder, LLC	Trm 14 LLC	Michael Bayley 301 71st Street, Ste 620 Miami Beach, FL, 33141
Laredo	5706 San Bernardo Ave	Laredo	TX	78041	TW Restaurant Holder, LLC	Vinsue Corp.	Robert Lonzak 5 Glenmare Mews Nyack, NY, 10960
West Palm Beach	2020 Palm Beach Lakes Blvd	West Palm Beach	FL	33409	HOA Restaurant Holder, LLC	Wpb Concourse Plaza, LLC	c/o Reichel Realty Investments Inc. - Jack Bicknell 8845 n. Military Tr. Palm Beach Gardens, FL, 33410
Irving	2522 Beltline Road	Irving	TX	75062	TW Restaurant Holder, LLC	Beltline And Grande LP	Khanie Nomichit 3102 Maple Avenue, Ste. 350 Dallas, TX, 75201
Oklahoma City	3025 N.W. Expressway	Oklahoma City	OK	73112	HOA Restaurant Holder, LLC	The Baltrusol Corporation	Tim Dorsey 5335 Spring Valley Road Dallas, TX, 75254
Hermitage	4119 Lebanon Pike	Hermitage	TN	37076	DW Restaurant Holder, LLC	Mannat Hotels, LLC	Nick Patel 2637 Sequoya Trace, Murfreesboro, TN 37127